

VERICITY, INC.

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Effective as of August 6, 2019)

This Nominating and Corporate Governance Committee Charter (this “Charter”) has been adopted by the Board of Directors (the “Board”) of Vericity, Inc. (the “Company”). Subject to the provisions of Section V below, the Nominating and Corporate Governance Committee (the “Committee”) shall have the duties and responsibilities set forth in this Charter.

I. Purpose

The Committee, through delegation from the Board, shall provide assistance to the Board in fulfilling its responsibility to identify and recommend qualified directors to be nominated to the Board, recommend whether incumbent directors should be nominated for re-election to the Board, recommend Board members to the Board for committee membership, develop and recommend to the Board applicable corporate governance guidelines and practices and lead the Board in its annual review of the Board and Committee performance.

II. Membership

- The Committee shall be composed of at least three members of the Board, one of whom shall be appointed as the chairman of the Committee (the “Chair”).
- Each member of the Committee shall
 - meet the independence requirements of the NASDAQ Stock Market;
 - be free from any relationship which, in the opinion of the Board, would interfere with the exercise of independent judgment; and
 - meet any other requirements imposed by applicable law, regulations or rules.
- The Committee members shall be selected by the Board. The Board selects Committee members based on recommendations of the Committee. The Board will select a Committee Chair from among Committee members. Each Committee member will serve at the pleasure of the Board for such term as the Board may determine or until such Committee member is no longer a Board member.

III. Meetings

- The Committee shall meet as often as it deems appropriate, but not less frequently than once each year.
- The time and place of meetings of the Committee shall be determined by the Chair in consultation with the other members of the Committee.

- Special meetings of the Committee can be called by the Committee Chair, a majority of the members of the Committee, the Board Chair, or a majority of the Board.
- A quorum for any meeting of the Committee shall be at least two members, present in person or by telephone. The Committee may also act by unanimous written consent in lieu of a meeting in accordance with the Company's Bylaws.
- Notice of the time and place of every meeting shall be given in writing, including by facsimile or e-mail communication, to each member of the Committee.
- The Company's management shall attend meetings of the Committee to the extent invited thereto by the Committee. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities.
- The Committee shall communicate to the Company's management the Committee's agenda and expectations for each meeting, and the nature, extent and timing of its information requirements for such meeting, so that such persons can fulfill such information requirements and make appropriate presentations to the Committee.
- The Committee shall conduct its business as provided in the Corporations Bylaws and this Charter.
- The Committee Chair shall supervise the conduct of the meetings and shall have other responsibilities which the Committee may specify from time to time.
- In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting shall designate a member as the acting chair of such meeting.

IV. Authority and Responsibilities

The following functions shall be the common, recurring activities of the Committee in carrying out its duties.

Nominating Responsibilities

- The Committee shall identify, recruit and recommend to the Board candidates for election to the Board at each annual meeting of stockholders or to fill vacancies on the Board or any committee thereof.
- The Committee shall recommend to the Board the assignment of directors to the various Committees of the Board.

- The Committee shall evaluate whether an incumbent director should be nominated for re-election to the Board. The Committee will use the same factors established for new director candidates to make its evaluation and will also take into account the incumbent director's performance as a Board member.
- The Committee shall receive recommendations of director candidates made by Vericity's stockholders and shall recommend to the Board whether the Company should adopt a policy with respect to the consideration of such candidates and, if so, to prepare that policy and the procedure to be followed by stockholders in submitting such recommendations.
- The Committee shall have the authority to retain and terminate any third-party search firm to be used to identify director candidates and to approve the third-party search firm's fees and other retention terms. The Committee shall also have the authority to obtain, select, retain, terminate and approve the fees and other retention terms of special counsel or other experts, as it deems appropriate.
- Notwithstanding anything to the contrary in this charter, the Committee's right to nominate directors and oversight of director nominations shall not apply in cases where the right to nominate a director legally belongs to a third party, whether pursuant to the Corporation's Bylaws or otherwise.

Corporate Governance Responsibilities

- The Committee shall, from time to time, as the Committee deems appropriate, make recommendations to the Board regarding an appropriate Board organization and structure.
- The Committee shall recommend to the Board any proposed changes to governance and other board practices.
- The Committee shall, from time to time, as the Committee deems appropriate, evaluate the size, composition, membership qualifications, scope of authority, responsibilities, reporting obligations and Charters of each committee of the Board.
- The Committee shall recommend the annual calendar for Board meeting dates.
- The Committee shall review the annual attendance of each director at Board and Committee meetings.
- The Committee is responsible for the annual assessment of Director Independence.
- The Committee shall review and assess the adequacy of this Charter and all governing documents of the Company as conditions dictate, but no less frequently than annually, and recommend any proposed changes to the Board for approval.

- The Committee shall consider, adopt and oversee all processes for evaluating the performance of the Board and all Committees of the Board.
- The Committee shall establish and oversee appropriate director orientation and continuing education programs.
- The Committee shall receive and review an annual questionnaire furnished by each director identifying relationships between such director and his or her “immediate family members,” as defined under the Securities Exchange Act of 1934, as amended, and the Company and to recommend to the Board whether any such relationships are material or whether they bear on the Board’s evaluation of such director’s independence.
- In consultation with the Compensation Committee, the Committee shall oversee the development of a Chief Executive Officer succession plan, under which, among other things, the Board will receive periodic reports from management on the development of other members of senior management.
- The Committee shall approve the acceptance of any new non-affiliate board memberships by directors or senior executives.

General

- The Committee shall report regularly to the Board.
- The Committee shall approve minutes of the prior meeting and ensure that minutes of the Committee’s meetings are kept and retained in the records of the Company.
- The Committee is empowered to investigate any matter brought to its attention with full access to all Company books, records, facilities, personnel, legal counsel and independent auditors.
- The Committee shall have sole authority to obtain advice and assistance from independent advisors at the Committee’s discretion and have sole authority to approve fees and other retention terms.
- The Committee shall perform an annual assessment of the Committee.
- The Committee shall perform any other activities consistent with this Charter, the Company’s Certificate of Incorporation and Bylaws, and governing law, as the Committee or the Board deems necessary or appropriate.

V. Controlled Company Exemption

The foregoing terms established in this Charter shall not apply following the consummation of the transactions contemplated by the Standby Stock Purchase Agreement, dated October 5, 2018, as amended and restated on March 25, 2019, by and among the Company, Apex Holdco, L.P. and Fidelity Life Association. Following the IPO, if the Company satisfies the requirements for the Controlled Company Exemption under Nasdaq Rule 5615(c)(2), the Company shall no longer be subject to Independent Director oversight of director nominations under Nasdaq Rule 5605(e).